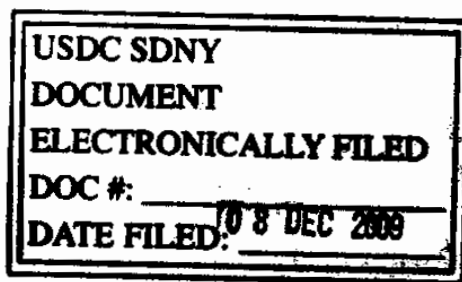


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE BRISTOL-MYERS SQUIBB CO.
SECURITIES LITIGATION

File No. 07-CV-5867 (PAC)

~~[PROPOSED]~~ ORDER GRANTING LEAD COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES



WHEREAS, Lead Counsel's motion for an award of attorneys' fees and reimbursement of expenses (the "Motion") came before the Court for hearing on December 8, 2009, pursuant to the Court's Order Preliminarily Approving Settlement And Providing For Notice, filed August 18, 2009 (the "Preliminary Approval Order"); and due and adequate notice having been given to the Class as required in the Preliminary Approval Order; and the Court, having read and considered the Motion and supporting declarations and exhibits and being fully informed of the related proceedings, now FINDS, CONCLUDES AND ORDERS as follows:

1. This order incorporated by reference the definitions in the Stipulation And Agreement Of Settlement dated July 21, 2009 (the "Stipulation"), and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise noted herein.

2. This Court has jurisdiction over the subject matter of the litigation and over all parties to this litigation, including all members of the Class.

3. The Court hereby finds and concludes that due and adequate notice was directed to the Class, advising the Class of the attorneys' fees and expense reimbursement requested by Lead Counsel and the Class' right to object thereto, and a full and fair opportunity was accorded to all Class Members to be heard with respect to the request.

4. The Court hereby grants the attorneys' fees and expenses requested in connection with the Settlement.

5. The Court hereby awards attorneys' fees of \$21,250,000.00 (17% of the Settlement Fund) payable to Lead Counsel Bernstein Litowitz Berger & Grossmann LLP ("BLB&G" or "Lead Counsel"). The Court also awards Lead Counsel reimbursement of litigation expenses in the amount of \$377,407.75 payable to Lead Counsel BLB&G. The Court awards interest on the attorneys' fees and the expenses awarded, calculated from the date of funding at the same rate as earned by the Settlement Fund. Pursuant to the Stipulation, Lead Counsel shall have the sole authority to allocate the Court-awarded attorneys' fees amongst Plaintiffs' Counsel in a manner which it, in good faith, believes reflects the contributions of such counsel to the prosecution and settlement of the Action.

6. Pursuant to the Stipulation, the attorneys' fees and expenses and interest, as awarded by the Court, shall be paid to Lead Counsel from the Settlement Fund immediately upon award, notwithstanding the existence of any timely filed objections thereto, or potential for appeal therefrom, or collateral attack on the Settlement or any part thereof.

7. The Court finds that an award of attorneys' fees of 17% of the Settlement Fund is fair and reasonable and consistent with the Second Circuit's awards utilizing the "percentage of recovery" method applicable for common fund cases; and in consideration of the following factors, among others: the approval of the fee request by the Lead Plaintiff; the work performed; the litigation risks faced; the results achieved; and the skill required and the quality of the representation by Lead Counsel.

8. The Court also grants the request of Lead Plaintiff Ontario Teachers' Pension Plan Board for an award of \$19,680.47, pursuant to 15 U.S.C. § 78u-4(a)(4).

9. There being no just reason for delay in the entry of this Order, the Court hereby orders the immediate entry of this Order by the Clerk of the Court, as expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED.

DATED: December 8, 2009



THE HONORABLE PAUL A. CROTTY
UNITED STATES DISTRICT COURT JUDGE